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THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 928.
FILED, APRIL 4th. 1963.

STARRATT NICKEL MINES LIMITED

Full corporate name of Company

JUN 17 1963

Incorporated under Part XI of the Companies Act (Ontario) by Letters Patent, dated June 8th, 1945, Supplementary Letters Patent, dated March 20, 1957.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous Filing Statement No. 712.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(1) By agreement Starratt acquires assets, including claims tied on to its own, and obligations of New Faulkenham for 55,007 free and 1,495,000 escrowed Starratt shares subject to release by Toronto Stock Exchange. Agreement subject to approval of shareholders of both Companies at Special Meetings to be called. (2) If Clause 1 carried out, Dickenson agrees to finance Starratt ($30,000.); carry out and manage work on both properties. If results warrant new Company to be formed and Vendors' interest for transfer of claims and right to finance new Company is as follows: Starratt 30%; Dickenson 51%; Lingside 7%; Acadia, Jilbie and Territory 4% each. Agreement subject to Starratt shareholders' approval at Special Meeting to be called. (3) Underwriting and Option Agreement between Starratt-Dickenson Mines Limited and Davidson & Company. Dickenson underwrites, firm, 200,000 shares @ .15¢ per share for $30,000. Dickenson assigns its options, 750,000 shares to Davidson & Company, Members of the Toronto Stock Exchange, who will hold the options 50% for its client, Brewis & White Ltd. and 50% for its client, Lingside Copper Mining Co. Ltd. Davidson & Co. will underwrite for each of its clients, Brewis & White Ltd. and Lingside Copper Mining Co. Ltd. 25,000 shares @ .15¢ per share for $3,750. being a total of 50,000 shares for $7,500. The above underwritings are payable forthwith after approval by the Shareholders of both Starratt and New Faulkenham of the Agreement between them, dated March 18, 1963, referred to in sub-clause (1) of Clause 1 above. (4) Director W. A. Bishop replaced by H. R. Heard.
2. Head office address and any other office address.	Suite 1101, 62 Richmond Street West, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President and Director, Frederick T. Pearce, 1 Benvenuto Place, Toronto, Ontario, Mining Executive. Vice-President and Director, William D. Pearce, 758 Berri Street, Montreal, Quebec, Executive. Director, E.V. Jones, 32 Boone Avenue, Toronto, Ontario, Prospector. Director, R.A.C. Dingman, 25 Elgin Avenue, Toronto, Ontario, Customer's man. Secretary-Treasurer, R.H. Wright, 112 Laurel Avenue, Islington, Ontario, Accountant. Director, Herbert Rodney Heard, 464 Broadway Avenue, Toronto 17. Secretary of Mid-North Engineering Services Limited. Chartered Accountant, replaces W.A. Bishop who has retired as a Director.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized Capital - 10,000,000 shares. Issued and Outstanding - 6,650,000
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Dickenson Mines Ltd. underwrites 200,000 shares of Starratt at .15¢ per share for $30,000. and gets options on an additional 750,000 Starratt shares; See: Schedule "A" - Item 3 (a) and (b); Dickenson Mines Ltd. assigns its options on 750,000 shares to Davidson & Company Members of the Toronto Stock Exchange acting solely as agent, who will hold the options, 50% for its client, Brewis & White Ltd. and 50% for its client, Lingside Copper Mining Co. Ltd. See: Schedule "A" - Item 3 (c); Davidson & Company will underwrite for each of its clients, Brewis & White Ltd. and Lingside Copper Mining Co. Ltd. 25,000 shares @ .15¢ per share for $3,750. being a total of 50,000 shares for $7,500. See: Schedule "A" - Item 3 (d). The above underwritings are payable forthwith after approval by the Shareholders of both Starratt and New Faulkenham of the Agreement between them, dated March 18,1963, referred to in sub-clause (1) of Claude 1 above. See Schedule "A" beginning on page 3.

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Dickenson Mines Ltd.- Suite 416, 25 Adelaide Street West, Toronto, Underwriting - details in Clause 6. Dickenson Mines Ltd. assigns its options on 750,000 shares to Davidson & Company Members of the Toronto Stock Exchange, who will hold same, 50% for its client Brewis & White Ltd. and 50% for its client Lingside Copper Mining Co. Ltd. See: Clause 6 above and Schedule "A" - Item 3 (b); and (c). Brewis & White Ltd. - 145 Yonge Street, Toronto,Ontario. Underwriting - details in Clause 6. The only Principal or Shareholder having a greater than 5% interest in Brewis & White is Arthur W. White, 72 Dunvegan Road, Toronto, Ontario. Lingside Copper Mining Co. Ltd. - Room 1101, 62 Richmond St. West, Toronto, Ontario. Underwriting - details in Clause 6. Lingside & Dickenson are public companies and it is impractical to list all the shareholders interested therein. Davidson & Co. - Suite 100, 25 Adelaide St. W. Toronto, Ont. are Members of the Toronto Stock Exchange, and acting solely, as agent for its clients, Brewis & White Ltd. and Lingside Copper Mining Co. Ltd. - will take down and pay for the underwriting of 50,000 shares @ .15¢ per share for $7,500. See: Clause 6 above and Schedule "A" - Item 3 (d); will take down and pay for the options, if exercised, that it holds for its clients, Brewis & White Ltd. and Lingside Copper Mining Co. Ltd. See: Clause 6 above and Schedule "A" - Item 3 (c). F. T. Pearce, President of Starratt is also President of Lingside. The above underwritings are payable forthwith after approval by the Shareholders of both Starratt and New Faulkenham of the Agreement between them, dated March 18, 1963, referred to in sub-clause (1) of Clause 1 above. See Schedule "A" on page 3
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	$25,000. allocated, for drilling program on Starratt's claims, as set forth in its Filing Statement, March 22, 1962, No.712, was not proceeded with, but the $25,000. is on hand & will be used with Dickenson's $30,000. firm purchase the Company proposes to carry out the recommendations in the Report of George Holbrooke, P.Eng. dated March 18, 1963, filed herewith, under the supervision of Dickenson; $55,000. will be used for this program; See: Schedule "A" - Item 2 and Item 3 (a). The $7,500. underwritten by Davidson & Co. on behalf of Brewis & White Ltd. and Lingside will be kept as a reserve, except for administration costs, and will not be otherwise used without prior acceptance of a Filing Statement by the Toronto Stock Exchange.
10. Brief statement of company's chief development work during past year.	None.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	New Faulkenham Mines Ltd., 145 Yonge St., Toronto, Ont. - sells its assets & liabilities, including claims, to Starratt for 1,550,007 shares; 55,007 free & 1,495,000 pooled. Schedule "A" - Item 1. As a public Company it is impractical to list all shareholders interested therein.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Brewis & White Limited, 145 Yonge Street, Toronto, is the only person who holds a greater than 5% interest in, and who will receive a greater than 5% interest of the share consideration received by, the Vendor, New Faulkenham Mines Limited.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	225,000 held in escrow by Crown Trust Company, Toronto. Subject to release only on the written consent of the Toronto Stock Exchange.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Jilbie Mining Co. Ltd., 62 Richmond Street West, Toronto 1, Ontario. - 100,000 shares K.N. Wheeler, Room 402, 80 Richmond Street W., Toronto 1, Ontario. - 125,000 shares
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Davidson & Company, 25 Adelaide St. W., Toronto, Ontario. 320,460 Doherty Roadhouse & Co., 335 Bay Street, Toronto, Ontario. 260,500 Lingside Copper Mining Co. Ltd., 62 Richmond St.W., Ste. 1101, Toronto, Ontario. 198,500 E.H. Pooler & Co. Ltd., 302 Bay Street, Toronto, Ontario. 444,400 James Richardson & Sons, 173 Portage Ave. E., Winnipeg, Manitoba. 370,350 Beneficial owners are unknown.

SCHEDULE "A"

(To Filing Statement of Starratt Nickel Mines Limited, April 23, 1963.)

ITEM 1.

By agreement, March 18, 1963, with New Faulkenham Mines Limited, Starratt will acquire the whole property undertaking and assets, subject to liabilities, of New Faulkenham, including its 18 patented mining claims, contiguous to Starratt's claims, in Red Lake.

The consideration is 1,550,007 treasury shares of Starratt, (being the same number of issued shares of New Faulkenham), The 1,550,007 Starratt shares to New Faulkenham will be issued as follows:

New Faulkenham's issued capital		New Faulkenham will receive Starratt shares as follows:
Escrowed shares:	1,000,000	1,000,000 escrowed Starratt shares.
Free shares:	550,007	10%, free Starratt shares, viz, 55,007 shares.
		90%, escrowed Starratt shares, viz, 495,000 shares.

The above 1,495,000 escrowed Starratt shares will remain escrowed subject to release from escrow only upon the written consent of the Toronto Stock Exchange.

New Faulkenham Directors have approved of the above transaction and, after approval by the Toronto Stock Exchange, the transaction will be submitted to the New Faulkenham shareholders for their approval.

New Faulkenham will surrender its Charter and distribute the 1,550,007 Starratt shares rateably amongst its shareholders.

The Starratt Directors have approved the above transaction and Agreement dated March 18, 1963, by Special Resolution and same will be submitted to Starratt shareholders for their consideration at a Special General Meeting of Shareholders as per (copy of) Notice calling said Meeting submitted herewith.

ITEM 2.

By agreement, March 18, 1963, between Starratt, Dickenson Mines Limited and Lingside Copper Mining Co. Ltd., Acadia

Uranium Mines Ltd., Jilbie Mining Co. Ltd., and Territory Mining Co. Ltd., and provided that the New Faulkenham shareholders approve of the transaction in ITEM 1, above; it is provided, -

(a) Dickenson will carry out a development work program on the present Starratt Red Lake 17 claims and on the 18 contiguous claims acquired from New Faulkenham;

(b) Dickenson will supervise and supply management, engineering, etc., on this development program;

(c) The work program is set out in the Report of George L. Holbrooke, P. Eng. dated March 18, 1963;

(d) If the results of the aforesaid work program so warrant, then, a new mining company will be formed to acquire the said claims, with Dickenson having 51% control of the Vendors' shares which all Parties will receive for transfer of claims to the new Company and financing of said new Company: Starratt will have 30%, Lingside 7% and Acadia, Jilbie and Territory having 4% each in said Vendors' shares and right to finance the new Company.

ITEM 3.

By agreement, April 22, 1963, between Starratt, Dickenson and Davidson and Company, Members of the Toronto Stock Exchange, acting solely, as agent, on behalf of its clients, Brewis & White Ltd. and Lingside Copper Mining Co. Ltd., it is provided that, -

(a) Dickenson will underwrite 200,000 shares of Starratt at .15¢ per share for $30,000. This $30,000. plus the $25,000. set aside and allocated by Starratt (pursuant to its Filing Statement No. 712 filed March 22,

1962) will be used on the development program set out in ITEM 2 (a), (b) and (c) above;

(b) To ensure further funds being available, if needed, and in consideration of its firm purchase Dickenson has been granted options on an additional 750,000 treasury shares of Starratt, in blocks of 150,000 shares @ .15¢ per share and 3 blocks of 200,000 shares each, at rising prices of .20¢, .25¢ and .30¢ at 3 months' intervals;

(c) Dickenson, for tax-write-off purposes, has assigned its aforesaid options on 750,000 shares of Starratt's capital stock to Davidson & Co., Members of the Toronto Stock Exchange, who are acting solely, as agent for, its clients, Brewis & White Limited and Lingside Copper Mining Co., Ltd. and who will hold said options 50% for each of its aforesaid clients;

(d) To ensure that Starratt will have funds over and above the $55,000 required for said work program, Davidson & Co. will, (acting as aforesaid for its two Clients), underwrite, for each Client, 25,000 shares of Starratt @ .15¢ per share for $3.750., being a total of 50,000 shares which will net the treasury of Starratt the sum of $7,500. These funds will not be used for any corporate purposes, other than administration costs, without acceptance by the Toronto Stock Exchange of a Filing Statement.

(e) The aforesaid underwritings, in (a) and (d) hereof are payable forthwith after approval by the Shareholders of both Starratt and New Faulkenham of the Agreement between them, dated March 18,1963, referred to in Item 1 of this schedule.

ITEM 4.

The agreement between Starratt and Lingside, Acadia, Jilbie and Territory, dated March 19, 1962, as amended March 29, 1962, (see Filing Statement No. 712 filed March 22, 1962) will be terminated subject to acceptance by the Toronto Stock Exchange of this Filing Statement and approval by both the Starratt shareholders and the New Faulkenham shareholders as set out in ITEM 1, above.

FINANCIAL STATEMENTS

STARRATT NICKEL MINES LIMITED

BALANCE SHEET AS AT DECEMBER 31, 1962

ASSETS

Current		
Cash on Deposit	$ 1,021.89	
Demand Note Receivable	4,876.72	
Investments in listed stocks and bonds (market value $29,905.00)	34,629.67	40,528.28
Fixed		
Patented mining claims - at cost		480,941.69
		$521,469.97

LIABILITIES

Current	
Accounts Payable	$ 5,878.02

CAPITAL STOCK

Authorized - 10,000,000 shares - Par Value $1.00

Issued & fully paid	Shares	Discount	Net	
As at December 31,1961	6,150,000	$4,280,000.00	$1,870,000.00	
During 1962 - for cash	500,000	440,000.00	60,000.00	
	6,650,000	$4,720,000.00	$1,930,000.00	
DEFICIT ACCOUNT			1,414,408.05	515,591.95
				$521,469.97

Approved on behalf of the Board:

Director Director

STARRATT NICKEL MINES LIMITED

DEFICIT ACCOUNT - DECEMBER 31, 1962

Balance - January 1, 1962		$1,412,411.11
Deduct		
Adjustments & settlements having reference to prior periods	$5,244.58	
Investment income - 1962	973.69	6,218.27
		$1,406,192.84
Add		
Expenditures during 1962		
Salaries & fees	$2,700.00	
Rent	360.00	
Legal & audit	1,484.00	
Transfer agents	883.55	
Shareholders information & publicity	807.25	
Directors fees	175.00	
Printing & stationery	401.49	
Travelling	138.00	
Licenses, fees, etc.	358.74	
Miscellaneous	149.53	
Engineering fees	700.90	8,158.46
Loss on sale of investments		56.75
Balance - December 31, 1962		$1,414,408.05

STARRATT NICKEL MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the period March 20, 1962 to February 28, 1963

Cash Balance - March 20, 1962		$ 582.97
Funds Received:		
Bank Loan	$ 7,000.00	
Income from Investments	569.35	
Interest	1.09	
Proceeds from sale of Treasury shares	60,000.00	
Sale of Investments	1,000.00	68,570.44
		$ 69,153.41
Funds Applied:		
Loans paid	$ 13,795.19	
Securities purchased	40,776.42	
Accounts payable	3,514.00	
Administrative Expense	8,737.74	
Exploration expense	1,048.36	67,871.71
Balance of cash on hand - February 28, 1963		$ 1,281.70

Administrative Expense:

Salaries	$ 3,200.00	
Rent	440.00	
Legal & Audit	1,659.00	
Transfer Agents	1,200.00	
Share Issue Expense	396.00	
Shareholders' Information	807.25	
Directors Fees	175.00	
Printing & Stationery	401.49	
General & Office	71.00	
Travelling	138.00	
Government Fees & Licenses	250.00	$ 8,737.74
Exploration		
Mining Licenses & Fees	$ 233.93	
Engineering Fees & Expense	700.90	
Assays & Maps	23.75	
Workmen's Compensation	89.78	$ 1,048.36

Certified Correct

STARRATT NICKEL MINES LIMITED

The undersigned, being two Directors of Starratt Nickel Mines Limited hereby certify that there are no material changes in the items shown in the Financial Statements as at December 31, 1962, since the date thereof.

TORONTO, Ontario, March 18, 1963.

NEW FAULKENHAM MINES LIMITED

BALANCE SHEET

January 31, 1963

ASSETS

CURRENT ASSETS			
Cash in bank			$ 1,764.37
MINING PROPERTIES - RED LAKE AREA, ONT.			
Patented mining claims			805,051.70
OTHER ASSETS AND DEFERRED EXPENDITURES			
Buildings at nominal value		$ 1.00	
Exploration, development and administrative expenditures per statement		57,411.73	
Exploration, development and administrative expenditures of predecessor company		139,925.15	197,337.88
			$1,004,153.95

LIABILITIES

CURRENT LIABILITIES			
Accrued charges			$ 750.00
CAPITAL STOCK AND DEFICIT			
Capital stock			
Authorized - 3,500,000 shares of $1 each			
Issued -			
As at May 31, 1951 1,150,007 shares	$1,150,007.00		
Less discount on shares	133,906.25	1,016,100.75	
Period June 1, 1951 to January 31, 1963 400,000 shares for cash	400,000.00		
Less discount on shares	355,000.00	45,000.00	
		1,061,100.75	
Deduct deficit		57,896.80	1,003,403.95
			$1,004,153.95

NEW FAULKENHAM MINES LIMITED

Statement of Exploration, Development and Administrative Expenditures Deferred

For the period June 1, 1951 to January 31, 1963

Exploration and Development		
Red Lake Area, Ontario		
Maps	$ 88.98	
Engineering services	2,861.25	
Diamond drilling	14,226.00	
Travel	1,244.00	
Reports	500.00	
Telephone	15.55	
Miscellaneous	55.58	
Supplies	137.00	
	19,378.36	
Mine buildings	12,244.47	$31,622.86
Mattagami Area, Quebec		
Option payment	1,500.00	
Diamond drilling	11,126.00	
Electro-magnetic survey	1,600.00	
Miscellaneous	196.62	
Engineering services	1,200.00	
Travelling	595.00	
Assays	215.12	
Government fees	120.00	
Staking	25.00	
Supplies	20.11	
Wages	532.60	17,130.05
		48,752.91
Administrative		
Office expenses and supplies	2,317.98	
Telephone, telegrams and postage	155.97	
Transfer agents' fees	3,294.79	
Taxes, licenses and fees	2,218.27	
Legal and audit	3,343.22	
Travelling	1,453.10	
Toronto office maintenance	4,905.00	
Share issue expense	91.30	
Publicity	686.90	
Office furniture	75.00	18,541.53
Expenditures for the period		67,294.44
Balance deferred May 31, 1951		7,247.34
		74,541.78
Deduct exploration and development expenditures on abandoned property in Mattagami area, Quebec, written off to deficit		17,130.05
Balance, January 31, 1963		$57,411.73

NEW FAULKENHAM MINES LIMITED

STATEMENT OF DEFICIT

December 31, 1957 to January 31, 1963

Exploration and development expenditures on abandoned property in Mattagami area, Quebec	$17,130.05
Incorporation expense	2,272.50
Commission on sale of capital stock	281.25
Loss on disposal of shares of Piper Red Lake Mines Limited	98,013.00
Balance, January 31, 1963	$57,696.80

OPINION OF SECRETARY-TREASURER

I hereby certify that the attached financial statements of New Faulkenham Mines Limited consisting of the Balance Sheet as at January 31, 1963, the Statement of Exploration, Development and Administrative Expenditures Deferred for the period June 1, 1951 to January 31, 1963, and the Statement of Deficit at January 31, 1963, are in accordance with the accounts of New Faulkenham Mines Limited as at that date and for the period mentioned.

I further certify that, in my opinion, the said financial statements are properly drawn up in accordance with generally accepted principles of accounting, and that they present a true and correct view of the affairs of the company as at January 31, 1963 and of the results of its operations for the period June 1, 1951 to January 31, 1963.

H. R. Heard, Chartered Accountant,
Secretary-Treasurer,
New Faulkenham Mines Limited.

Toronto, Ont.,
March 18, 1963.

GEOLOGIST'S REPORT

Note - The following are excerpts from a report by G.L. Holbrooke, Consulting Geologist, dated March 18th. 1963, on the mining claims located in southern Baird Township, Red Lake Mining Division, Ontario. A complete copy of this report is on file at the Toronto Stock Exchange.

SUMMARY AND CONCLUSIONS

The property of Starratt Nickel Mines Limited is the amalgamation of two adjoining properties previously owned by Starratt Olsen Gold Mines Limited and New Faulkenham Mines Limited. They were staked in the mid 1930's following the discovery of the nearby Madsen orebodies and were thoroughly prospected at that time.

On the northwestern or Starratt Olsen section of the ground finds were quickly made in the southwestern extension of the Madsen ore structures and subsequent development led to the mining of a series of gold bearing orebodies between 1948 and 1956. To a depth of 1,475 feet these orebodies produced 163,990 ounces of gold and 27,432 ounces of silver from the treatment of 908,813 tons of ore. Including 18% dilution this one amounted to 615 tons per vertical foot with a recovered grade of 0.181 ounces gold and 0.03 ounces silver per ton.

These orebodies occur as lenticular bodies of silicification and mineralization in two sub-parallel horizons of rhyolitic tuffs which trend southwestward with steep southeast dips across the southern part of the old Starratt Olsen ground. The main tuff horizon is from 100 to 450 feet wide and is roughly 450 feet southeast of the 20 foot wide DeVilliers zone. These tuffs are near the top of a thick sequence andesitic lavas which underlie most of the Starratt Olsen claims to the north and which are themselves overlain to the southeast by quartzitic sediments. The contact area between the volcanics and the sediments has been invaded by the mile wide Faulkenham Lake granite stock whose southwestern section underlies most of the New Faulkenham part of the property and whose northwestern contact is only a short distance southeast of the main

tuff horizon.

The Starratt Olsen orebodies are mined out to a vertical depth of 1,475 feet and both tuff horizons have been adequately explored to this depth for a length of 6,000 feet southwestward from the east property boundary. In addition the northeastern 3,500 feet of this length has been explored at a depth of 2,000 feet with negative results. The possible westward extensions of the tuff horizons for 3,500 feet to the west property boundary have not been investigated. It is therefore apparent that any possibilities of finding additional orebodies in the tuff horizons lie either in the unexplored 3,500 foot long extensions of these horizons to the west property boundary or below a depth of 1,500 feet in the 2,500 foot long southwestern section of the developed length beyond the end of the 2,000 foot level.

The orebodies in the tuff horizons were found early in the history of the claims and subsequent exploration and development were confined to these structures to the neglect of the thick series of andesitic lavas underlying the northern part of the property. These lavas have since been proven to be favourable host rocks elsewhere in the camp and those on the property should be thoroughly explored for possible mineralization.

The southeastern section of the property previously owned by New Faulkenham Mines Limited has been thoroughly explored and the only mineralization of any importance that has been found lies in the southern part of the ground on claim 12881. Here a tongue of the Faulkenham Lake granite stock is cut at an acute angle by a steeply dipping fracture zone. Some of the fractures have been injected by lenticular, auriferous, quartz veins and two small oreshoots have been developed by very limited underground work to a depth of 325 feet. These orebodies are estimated to contain 15,000 tons grading 0.45 ounces gold per ton. The zone of fracturing has been traced for over 1,800 feet by surface work and scattered shallow diamond drilling with indifferent results but has not been explored in detail. Additional closely spaced drilling is warranted to investigate the possibilities.

There are thus four broad targets for exploration on the property of Starratt Nickel Mines Limited. These are as follows:

i) The entire northern part of the property north of the tuff horizon and underlain by andesitic lavas. Some encouragement for exploration is provided by the quartz veining indicated on the extreme northern claim of the group. The expectation in this area is for the occurrence of orebodies of the Campbell - Dickenson type which are considerably higher grade than those previously mined on the property.

ii) The unexplored 3,500 foot length of both tuff horizons lying between the southwestern end of the mine development and the west property boundary. The possibilities here are for the occurrence of one or more groups of orebodies similar to those already found in these structures.

iii) The southwestern end of the developed length of the tuff horizons below the 1,500 foot horizons. This section is 2,500 feet long and lies southwest of the exploration on the 2,000 foot level. The expectation is for the downward continuation of two clusters of small orebodies which were mined above the 1,475 level. These orebodies were too small to be of interest in themselves and the investigation of this target should only be undertaken if exploration of the other target areas is successful in establishing sizeable orebodies.

iv) The fracture zone cutting the granite tongue in the southern part of the property for a known length of 1,800 feet. The possibilities are for the occurrence of Mckenzie type orebodies which though narrow are also considerably higher grade than those mined from the tuff horizons.

RECOMMENDATIONS

It is recommended that the first step in the exploration of the property be the mapping in detail of the underlying geology. This has already been done for the 18 claims previously owned by New Faulkenham Mines Limited and forming the southeastern section of the property so that only the 17 Starratt Olsen claims remain to be covered. Particular attention should be paid to the structural relationships on both the property and in the surrounding area. It is estimated that this work will take about 30 days and, with the necessary line cutting for controls, cost approximately $5,000.

When the mapping is completed and the results analysed there will undoubtedly be specific areas or zones warranting detailed investigation by trenching or diamond drilling but it is impossible to estimate the extent or cost of such work at this time.

It is also recommended that the western, unexplored 3,500 foot length of the tuff zones be tested by diamond drilling. The holes should be parallel and not over 250 feet apart. They should be drilled northwestward on dips of 45° and it is estimated that 7,000 feet of drilling will be required at a cost of approximately $35,000. Additional drilling will be necessary to follow-up any intersections of importance but the amount cannot be estimated at this time.

It is further recommended that the 1,800 foot long fracture zone in the southern section of the property be investigated by diamond drilling at a depth of 100 feet and at horizontal intervals of 50 feet. Considering the work already completed on this zone 27 holes will be needed, each 150 feet long, for a total of 4,000 feet. The cost is estimated at $20,000.

CERTIFICATE

I, G. L. Holbrooke of 160 Bay Street, in the City of Toronto, in the Province of Ontario, do hereby certify as follows:

1. That I am a consulting geologist and a member of the Association of Professional Engineers of Ontario.

2. That I am a graduate of McGill University with degrees of B. Sc. and M. Sc. in 1927 and 1928 and have been practising my profession continuously since graduation.

3. That the accompanying report is based on data in the company's files; on extensive personal experience in the Red Lake area since 1944; on Ontario Department of Mines report entitled Geology and Mineral Deposits of the Red Lake Area being Volume XLIX Part 2; and on personal examinations of the properties during August 1947, July 1951 and June 1958.

4. That I have no direct or indirect interest whatsoever in the properties or securities of the Company, nor do I expect to receive any such interest.

G. L. Holbrooke

G. L. Holbrooke,
Consulting Geologist

Dated this 10th day of March, 1963

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	So far as can be ascertained, no person can materially effect control of the Company, except F.T. Pearce, President of the Company, residing at 1 Benvenuto Place, Toronto, who in his capacity as President may solicit proxies from other Shareholders.

17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.

Shares in other Companies	Cost	Market Value at May 14, 1963	Net Sale Price
Alberta Gas Trunk Line "A" 50 shares @ $32.25 per share	$1,630.00	$1,537.50	$1,531.50
Alberta Gas Truck Line Warrants - 100 shares @ $11 5/8	1,275.00	875.00	
B/A Oil Limited 50 shares @ $31.25	1,580.00	1,450.00	1,406.50
2,$1000 Can. Delhi Bonds 5 1/2 % May 1/73 @ $92.50 per $100 Bond	1,858.61	1,930.00	1,929.22
5, $1000 Home Oil Co. Bonds, 6%, Jan. 1975 @ $107	5,460.96	5,350.00	4,280.05
Martin-Marietta Rights 100 @ $30.00	3,187.60	2,400.00	
Molson's Brewery,"A" 50 shares @ $27.25	1,380.00	1,500.00	1,487.75
Pitt Gold Mining Co. Ltd. 5,000 shares @ 4¢ 1,000 shares @ 4 1/2 ¢ 2,000 shares @ 5¢	360.00	320.00	
Trans Canada Pipe Line 400 Shares @ $24 3/8	9,739.00	10,800.00	10,877.00
2, $1000 Trans Canada Pipe Line Debenture 5%,Jan. 1/88	2,034.20	2,375.00	2,366.99
West Coast-Transmission Common, 200 @ $17.00	3,460.00	3,100.00	
West Coast Transmission 5 1/2 convertible debentures series "C" April 1/58, 2 @ $1,000 cost $105 per $100 Debenture	2,100.00	2,130.00	2,114.40
	$34,065.37	$33.767.50	$25,993.41

18. Brief statement of any lawsuits pending or in process against company or its properties.	None.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Agreement, March 19, amended March 29, 1962, between Starratt - Lingside, Acadia, Jilbie & Territory, in Filing Statement 712, March 22, 1962, ends on approvals hereof & of Starratt & New Faulkenham Shareholders. Schedule "A" - Item 4 hereof. Refer also to Agreement between same parties & Dickenson, March 18, 1963 in Schedule "A" - Item 1.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	No other material facts. Upon approval by the New Faulkenham and Starratt shareholders and upon approval of this Filing Statement the shares of the Company under the underwriting-option agreement referred to in Clause 6 hereof will be in primary distribution.

DATED April 23, 1963.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

STARRATT NICKEL MINES LIMITED

CORPORATE SEAL

President (F.T. Pearce)

Secretary (R.H. Wright)

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

DAVIDSON AND COMPANY

"J.C. Labbett" per: Partner

DICKENSON MINES LIMITED

"A.W. White" per: , President

"H.N. Heard" , Secretary